



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

August 18, 2003

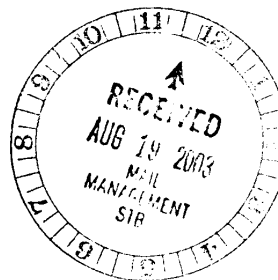
Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

RECORDATION NO 24560 FILED

AUG 19 '03

2-57 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of July 22, 2003 between the following parties:

Lessee: Recycle America Alliance, L.L.C.
1001 Fannin, Suite 4000
Houston, TX 77002

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, ten (10) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated July 22, 2003 related to ten (10) railcars bearing reporting marks DJTX 51101 - 51157, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

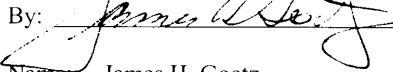
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 22nd day of July, 2003, is intended to evidence the lease dated as of July 22, 2003 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **RECYCLE AMERICA ALLIANCE, L.L.C.**, a Delaware limited liability company ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ten (10) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

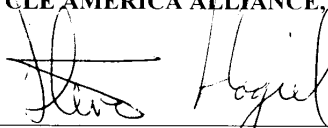
JOSEPH TRANSPORTATION SERVICES, INC.

RECYCLE AMERICA ALLIANCE, L.L.C.

By: 
Name: James H. Goetz

Title: Executive Vice President & CFO

Date: July 22, 2003

By: 
Name: Steve Ragiel

Title: President

Date: July 28, 2003

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 22nd day of July, 2003, by James H. Goetz, the Executive Vice President & CFO of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Texas)
) SS:
COUNTY OF Harris)

The foregoing instrument was acknowledged before me this 28 day of July, 2003, by Steve Ragiel, the President of Recycle America Alliance, L.L.C., a Delaware limited liability company, on behalf of the company.

Jo Berry
Notary Public

My Commission expires:

Sept. 25, 2004

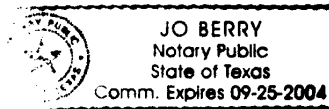


EXHIBIT A

To the Memorandum of Lease dated July 22, 2003, between Joseph Transportation Services, Inc. and Recycle America Alliance, L.L.C.

DESCRIPTION OF UNITS

Ten (10) railcars bearing reporting marks as follows:

DJTX 51101
DJTX 51107
DJTX 51112
DJTX 51118
DJTX 51120
DJTX 51124
DJTX 51132
DJTX 51140
DJTX 51141
DJTX 51157